

elia Javier

Personal Accounting Service

- ▲ Notary Public
- ▲ Corporate Accounts
- ▲ Personal Income Tax
- ▲ Bookkeeping Service
- (weekly - monthly - quarterly accounting)

Adv.
(33154)

(305) 866-6547

P96000033737

ENCLOSURE
-04/15/96--01122--003
****122.50 ****122.50

April 9, 1996

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
NEW FILINGS SECTION

Enclosed is a check for \$ 122,50 covering fees for a
new corporation:

AMERICAN WATERPROOF PAINTING & RESTORATION CO. INC.

Please, send the articles of incorporation to my office.

Sincerely,

AMELIA JAVIER.

AJ/nr.

FILED
96 APR 15 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL APR 18 1996

ARTICLES OF INCORPORATION
OF

AMERICAN WATERPROOF PAINTING & RESTORATION CO., INC.

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, authorizing the formation of corporation.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: **AMERICAN WATERPROOF PAINTING & RESTORATION CO., INC.**

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural might or could do, and in addition thereto engage in any activity or business permitted under the laws of the State of Florida, viz:

- a) To import, export, purchase, obtain on consignment or otherwise be in possession of all goods, appliances, to otherwise purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever, to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this company, or any person, firm or corporation.
- b) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, sell, assign, transfer, invest in, trade real and personal property of every kind and description.
- c) To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock, bond, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any person, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stock, bonds, and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the company.
- d) To acquire, hold, undertake and fully exploit the good will, property rights, franchises and assets of every kind, and the liabilities of any persons, firm, association or corporations, either wholly or partly and to pay for the same in cash, stocks, or bonds of the company or otherwise.
- e) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.
- f) In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.
- g) To conduct business and operations and to have one or more offices and hold, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this state and in any other of the several states, territories, possessions, and dependencies of the United States, District of Columbia, and in any and all foreign countries.

ARTICLE X.

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by Statute or set out in the corporate By-Laws, so long as same does not conflict with the Florida Statutes.

The Directors of this Corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XI

The officers of the corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by majority vote of all directors before its adoption as a corporate act.

No person shall be required to own, hold, or control stock in this corporation as a condition precedent to holding an office in this corporation.

The original Incorporators of this corporation shall have the right, upon its organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof, to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of said assignment, shall in lieu of the original incorporations, assume and carry out all the rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

ARTICLE XII

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

JORGE D. VACA

8250 HARDING AVE. # 10
MIAMI BEACH, FL. 33154

IN WITNESS WHEREOF, we the undersigned being each of original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and respectfully agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals, this 09/ day of APRIL, 1996,


JORGE D. VACA

(SEAL)

(SEAL)

(SEAL)

(SEAL)

STATE OF FLORIDA

n) To purchase or otherwise acquire, become interested in deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account upon realize as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences or indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates, evidencing shares of or interest or interest in common law trusts and trust estates or associations, certificates of trust or beneficial interest in trust, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organizational liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations, to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

i) To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent with power to let contracts for any such advertising, and to make and carry out contracts of every kind any nature that may be conducive to the accomplishments of any purpose of the Corporation.

j) To do any and all things, and everything necessary and proper for the accomplishments of the objects enumerated in these Articles of Incorporations or any amendment thereto necessary and incidental to the protection and benefit of the corporation in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be 100 shares, no par value, common stock. This stock shall have full voting rights, pre-emptive privileges, non-cumulative as to dividends, and shall be issued fully paid and non-assessable. The stock shall be restricted as to transfer as follows: These stocks may not be transferred on the books of the corporation without first giving the right of purchase for ten (10) days prior thereto to the corporation at the book value of the stock, and thereafter for five (5) days to any stockholders of record at the same price and terms of any bonafide offer which the holder may desire to accept.

All of said stock shall be payable in cash, equipment, property, real or personal labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall not be less than ONE THOUSAND (\$1,000.00) DOLLARS

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be at:

8250 HARDING AVE. APT. 10
MIAMI BEACH, FL. 33154

ARTICLE VII

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders, however, this Corporation shall have no less than one (1) Director at any time.

ARTICLE VIII

DIRECTORS

The names and post office addresses of the first Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME

JORGE D. VACA

ADDRESS

8250 HARDING AVE. # 10

MIAMI BEACH, FL. 33154

CRISTOBAL A. VACA

8250 HARDING AVE. # 10

MIAMI BEACH, FL. 33154

ARTICLE VIX

SUBSCRIBERS

The name and post office address of the subscriber(s) executing these Articles of Incorporation is as follows:

NAME

JORGE D. VACA

ADDRESS

8250 HARDING AVE. # 10

MIAMI BEACH, FL. 33154

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DORTELLE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, HAVING AGENT UPON WHOM MAY BE SERVED.

IN COMPLIANCE WITH SECTION 49.091 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT AMERICAN WATERPROOF, PAINTING & RESTORATION CO., INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI BEACH
(CITY)

STATE OF FLORIDA (STATE) HAS NAMED JORGE D. VACA
(NAME OF RESIDENT AGENT)

LOCATED AT 8250 HARDING AVE., # 10
(STREET ADDRESS AND NUMBER OF BUILDING-POST OFFICE
BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF MIAMI BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
BY PROCESS WITHIN FLORIDA.

SIGNATURE

(CORPORATE OFFICER)

TITLE

PRESIDENT

DATE

APRIL 09, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS
CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

(RESIDENT AGENT)

DATE

APRIL 09, 1996

96 APR 15 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

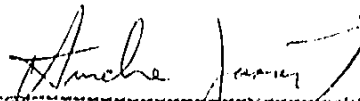
FILED

COUNTY OF DADE

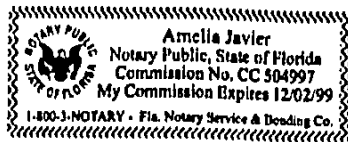
BEFORE ME, the undersigned authority, personally appeared

to me known to be the person(s) described in and who executed the foregoing Articles of Incorporation, and who, after being by me first duly sworn upon oath, depose and say and do acknowledge before me, that the said Articles to be the act and deed of the signors respectively and respectfully, and the facts and matters therein set forth are true and correct.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 09 day of APRIL, 1996


NOTARY PUBLIC, State of Florida
at Large

MY COMMISSION EXPIRES:



P96000003737

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 30, 1997

AMERICAN WATERPROOF PAINTING & RESTORATION CO., INC.
8250 HARDING AVE., APT. 10
MIAMI BEACH, FL 33154

SUBJECT: AMERICAN WATERPROOF PAINTING & RESTORATION CO., INC.
Ref. Number: P96000033737

Debit Memo #: 17097-C

This is to inform you that check #? in the amount of \$550.00 submitted with the annual report for AMERICAN WATERPROOF PAINTING & RESTORATION CO., INC. has been returned by your bank because of FUNDS UNAVAILABLE.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$577.50 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after November 30, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (850) 487-6057.

Pat Bailey
Accountant I

Letter Number: 797A00048087



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 24, 1997

Lazarus Corporate Industries, Inc.
890 S.W. 87 Avenue
Suite 16
Miami, FL 33174

SUBJECT: CELIA FIGUEROA D.D.S, P.A.
Ref. Number: P95000033394

We have received your document for CELIA FIGUEROA D.D.S, P.A. and your check(s) totalling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 797A00047264

RECEIVED
97 SEP 25 PM 3:34
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

FILED
97 SEP 25 PM 4:27
CLERK OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO SECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTED THE FOLLOWING ARTICLES TO AMEND TO ITS ARTICLES OF INCORPORATION.

THE NAME OF THE CORPORATION IS:

CELIA FIGUEROA DDS, P.A.

AMENDMENT ARTICLE 1

THE NAME OF THE CORPORATION IS CHANGED TO:

GABLES DENTAL CENTER, P.A.

THIS ARTICLES OF AMENDMENT WAS ADOPTED ON THE 22 DAY OF Sept 1997. THE CORPORATION HAS ONLY ONE GROUP OF VOTING STOCK. THIS AMENDMENT WAS UNANIMOUSLY ADOPTED. THE AMENDMENT WAS APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR AMENDMENT WAS SUFFICIENT FOR APPROVAL.

CELIA FIGUEROA DDS PA
CORPORATION NAME
BY *Celia Figueroa, DDS PA*
PRESIDENT/
CELIA FIGUEROA
PRINT NAME

P96000033737

October 14, 1997

800002320408--6
-10/15/97--01006--001
***577.50 ***577.50

REPLACEMENT FEE 1997

ANNUAL REPORT: AMERICAN
WATERPROFF PAINTING & RESTORATION
CO., INC.

DEBIT MEMO: # 17097-C

CHECK #: